

**STATE OF INDIANA
DEPARTMENT OF INSURANCE
NOTICE OF PUBLIC HEARING**

October 31, 2015

Notice is hereby given of a public hearing regarding the proposed acquisition of control of **HEALTH RESOURCES, INC.**, an Indiana limited service health maintenance organization, by **HRI MERGER SUB, INC.**, an Indiana corporation and a wholly owned subsidiary of **HRI INTERMEDIATE HOLDINGS CORP.**, an Indiana corporation and a wholly owned subsidiary of **HRI HOLDINGS CORP.**, an Indiana corporation, and **HKW MANAGEMENT IV, L.P.**, a Delaware Limited Partnership and **HKW EQUITY PARTNERS, L.L.C.**, a Delaware Limited Liability Company, through their general partnership interests (together, the “**ACQUIRING PARTIES**”). The hearing will be held at the time and place specified below:

Date: November 16, 2015
Time: 10:00 a.m. (Indianapolis time)
Place: Indiana Department of Insurance
311 West Washington Street, Suite 103
Indianapolis, Indiana 46204-2787

The hearing will be held pursuant to Indiana Code § 27-1-23-2 and conducted as required by that statute as supplemented by the Indiana Administrative Orders and Procedures Act, Indiana Code § 4-21.5-1 *et seq.* Except as otherwise provided in Indiana Code § 27-1-23-2, the hearing and subsequent determination shall be subject to Indiana Code § 4-21.5-3.

Stephen W. Robertson, Insurance Commissioner of the Indiana Department of Insurance, or the Commissioner’s duly appointed designee, will preside as the administrative law judge at the hearing and shall approve the proposed acquisition of control only if, by a preponderance of the evidence, the Commissioner or designee finds that:

- (1) the acquisition of control would not tend to affect adversely the contractual obligations of **HEALTH RESOURCES, INC.** or its ability and tendency to render service in the future to its policyholders and the public;
- (2) the effect of the acquisition of control would not be substantially to lessen competition in any line of insurance business in any section of this state or tend to create a monopoly therein;
- (3) the financial condition of any of the **ACQUIRING PARTIES** is not such as might jeopardize the financial stability of **HEALTH RESOURCES, INC.** or of any corporation controlling such insurer, or prejudice the interest of its policyholders;
- (4) the plans or proposals which any of the **ACQUIRING PARTIES** has to (a) liquidate **HEALTH RESOURCES, INC.** or any such controlling corporation, (b) sell its assets or consolidate or merge it with any person or entity, or (c) make any other material change in its investment policy, business, corporate structure or management, are fair and reasonable to policyholders of **HEALTH RESOURCES, INC.** and in the public interest; and
- (5) the competence, experience, and integrity of those persons who would control the operation of **HEALTH RESOURCES, INC.** are such that the acquisition of control would not tend to affect adversely the general capacity or intention of **HEALTH RESOURCES, INC.** to transact the business of insurance in a safe and prudent manner.

Cynthia D. Donovan, Chief Financial Examiner of the Indiana Department of Insurance, 311 West Washington Street, Suite 103, Indianapolis, Indiana 46204-2787, has been designated to provide

information regarding this transaction to all interested persons upon request. A copy of the Form A Statement, the supplements and amendments thereto, and other related materials filed with the Commissioner by the **ACQUIRING PARTIES** and that are part of the public record are available at the office of the Indiana Department of Insurance for all interested persons to examine. Copies of those materials will be provided to policyholders of **HEALTH RESOURCES, INC.** upon written request to Ms. Donovan at the address above. Information concerning the hearing, schedule and procedures may be obtained by telephoning Ms. Donovan at (317) 232-2408.

Any member of the public interested in the proposed acquisition of control may attend the hearing. Each of the **ACQUIRING PARTIES, HEALTH RESOURCES, INC.** and any corporation controlling it, policyholders of **HEALTH RESOURCES, INC.** and any other person whose interests may be affected by the proposed acquisition of control shall have the right to appear and become a party to the proceeding. In accordance with Indiana Code § 4-21.5-3-21, any such person wishing to become a party must submit to the Indiana Insurance Commissioner "Attention Stephen W. Robertson" at the above address, a petition for intervention setting forth facts demonstrating the person's standing to become a party under Indiana Code § 27-1-23-2(k). Any petition for intervention must be submitted to the Indiana Insurance Commissioner, with copies sent via mail to all parties named in the record of proceeding. Each party shall have the right pursuant to Indiana Code § 27-1-23-2(k) to present evidence, examine and cross-examine witnesses, and offer oral and written arguments and, in connection therewith shall be entitled to conduct discovery proceedings in the same manner as provided in the Indiana Rules of Trial Procedure. A party who fails to attend or participate in the hearing, or other later stage of this proceeding, may be held in default or have a proceeding dismissed under Indiana Code § 4-21.5-3-24.

By Order of the Indiana Department of Insurance

Stephen W. Robertson, Indiana Insurance Commissioner

Indianapolis, Indiana
October 31, 2015